

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: Case No. 08-13555 (JMP)
LEHMAN BROTHERS HOLDINGS INC., *et al.*, :
Debtors. : (Jointly Administered)
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:
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In re: : SIPA Proceeding
: Case No. 08-01420 (JMP)
LEHMAN BROTHERS INC., :
Debtor. :
:
-----x

STIPULATION AND PROPOSED ORDER CONCERNING STIPULATIONS

WHEREAS, Barclays Capital, Inc. (“Barclays”), Lehman Brothers Holdings, Inc. (“LBHI”), the Trustee in the Securities Investor Protection Act proceedings (the “Trustee”), and the Official Committee of Unsecured Creditors of Lehman Brothers Holdings, Inc. (the “Creditors’ Committee” or the “Committee”) (collectively with LBHI and the Trustee, “Movants”), have entered into the Stipulations identified below, each of which is attached as an Exhibit hereto, and each of which has been proffered to the Court:

1. Stipulations of Fact, dated April 2010.
2. Stipulation to Admission of Movants’ Exhibits, dated April 30, 2010.
3. Stipulation to Admission of Barclays’ Exhibits, dated May 2010.
4. Stipulation to Admission of Barclays’ Exhibits, dated August 19, 2010.

5. Stipulation to Admission of Movants' Exhibits, dated August 30, 2010.
6. Stipulation to Admission of Barclays' Exhibits, dated September 29, 2010.
7. Stipulation to Admission of Movants' Exhibits, dated September 29, 2010.
8. Stipulation to Admission of Exhibits, dated October 14, 2010.
9. Stipulation to Admission of Exhibits, dated October 18, 2010.

WHEREAS, the Court has accepted each of the above Stipulations, although it has not explicitly "so ordered" all of them;

NOW, THEREFORE, IT IS HEREBY STIPULATED, AGREED, AND UPON COURT APPROVAL HEREOF, IT IS ORDERED THAT:

1. The numbered statements included in the Stipulations of Fact, dated April 2010, and attached hereto as Exhibit 1, may be taken as true for the purposes of this matter only as indicated thereon.
2. The trial exhibits included in the remaining Stipulations referenced above and attached hereto as Exhibits 2 though 9, are admitted into evidence as indicated thereon, including for the limited purposes agreed upon by the parties.

Dated: New York, New York
November 4, 2010

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*Attorneys for James W Giddens, as Trustee
for the SIPA Liquidation of Lehman
Brothers Inc.*

SO ORDERED:

Dated: New York, New York
January 6, 2011

JONES DAY

By: /s/ Robert W. Gaffey
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s/ James M. Peck
HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE